

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 2)¹

ReShape Lifesciences Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

761123504

(CUSIP Number)

September 23, 2019

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAME OF REPORTING PERSON Bigger Capital Fund, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,729,412 shares of Common Stock 138,270,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,729,412 shares of Common Stock 138,270,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,729,412 shares of Common Stock 138,270,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9%*	
12	TYPE OF REPORTING PERSON PN	

* As more fully described in Item 4, the Reporting Person beneficially owns four classes of Warrants, and each of such Warrants is subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blocker and such percentage constitutes the collective percentage ownership of all of the Reporting Persons. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such Warrants and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1	NAME OF REPORTING PERSON Bigger Capital Fund GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,729,412 shares of Common Stock 138,270,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,729,412 shares of Common Stock 138,270,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,729,412 shares of Common Stock 138,270,588 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
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1	NAME OF REPORTING PERSON District 2 Capital Fund LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,470,588 shares of Common Stock 197,529,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,470,588 shares of Common Stock 197,529,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,470,588 shares of Common Stock 197,529,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9%*	
12	TYPE OF REPORTING PERSON PN	

* As more fully described in Item 4, the Reporting Person beneficially owns four classes of Warrants, and each of such Warrants is subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blocker and such percentage constitutes the collective percentage ownership of all of the Reporting Persons. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such Warrants and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1	NAME OF REPORTING PERSON District 2 Capital LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,470,588 shares of Common Stock 197,529,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,470,588 shares of Common Stock 197,529,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,470,588 shares of Common Stock 197,529,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9%*	
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* As more fully described in Item 4, the Reporting Person beneficially owns four classes of Warrants, and each of such Warrants is subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blocker and such percentage constitutes the collective percentage ownership of all of the Reporting Persons. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such Warrants and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1	NAME OF REPORTING PERSON District 2 GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,470,588 shares of Common Stock 197,529,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,470,588 shares of Common Stock 197,529,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,470,588 shares of Common Stock 197,529,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9%*	
12	TYPE OF REPORTING PERSON OO	

* As more fully described in Item 4, the Reporting Person beneficially owns four classes of Warrants, and each of such Warrants is subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blocker and such percentage constitutes the collective percentage ownership of all of the Reporting Persons. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such Warrants and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1	NAME OF REPORTING PERSON District 2 Holdings LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,470,588 shares of Common Stock 197,529,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,470,588 shares of Common Stock 197,529,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,470,588 shares of Common Stock 197,529,412 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9%*	
12	TYPE OF REPORTING PERSON OO	

* As more fully described in Item 4, the Reporting Person beneficially owns four classes of Warrants, and each of such Warrants is subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blocker and such percentage constitutes the collective percentage ownership of all of the Reporting Persons. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such Warrants and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

1	NAME OF REPORTING PERSON Michael Bigger	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 4,200,000 shares of Common Stock* 335,800,000 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 4,200,000 shares of Common Stock* 335,800,000 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,200,000 shares of Common Stock* 335,800,000 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9%*	
12	TYPE OF REPORTING PERSON IN	

* Consists of 1,729,412 shares of Common Stock owned by Bigger Capital, 138,270,588 shares of Common Stock issuable upon exercise of Warrants owned by Bigger Capital, 2,470,588 shares of Common Stock owned by District 2 CF and 197,529,412 shares of Common Stock issuable upon exercise of Warrants owned by District 2 CF. As more fully described in Item 4, the Reporting Person beneficially owns four classes of Warrants, and each of such Warrants is subject to a 9.99% blocker, and the percentage set forth in row (11) gives effect to such blockers. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such Warrants and do not give effect to such blockers. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blockers, is less than the number of securities reported in rows (6), (8) and (9).

This Amendment No. 2 to Schedule 13G amends the Schedule 13G to reflect a recent Warrant Exchange between the Reporting Persons and the Issuer.

Item 1(a). Name of Issuer:

ReShape Lifesciences, Inc., a Delaware corporation (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:

1001 Calle Amanecer
San Clemente, CA 92673

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office or, if None, Residence

Item 2(c). Citizenship

Bigger Capital Fund, LP ("Bigger Capital")
175 W. Carver Street
Huntington, NY 11743
Citizenship: Delaware

Bigger Capital Fund GP, LLC ("Bigger GP")
175 W. Carver Street
Huntington, NY 11743
Citizenship: Delaware

District 2 Capital Fund LP ("District 2 CF")
175 W Carver Street
Huntington, NY 11743
Citizenship: Delaware

District 2 Capital LP ("District 2")
175 W Carver Street
Huntington, NY 11743
Citizenship: Delaware

District 2 GP LLC ("District 2 GP")
175 W Carver Street
Huntington, NY 11743
Citizenship: Delaware

District 2 Holdings LLC ("District 2 Holdings")
175 W Carver Street
Huntington, NY 11743
Citizenship: Delaware

Michael Bigger
175 W. Carver Street
Huntington, NY 11743
Citizenship: USA

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 par value (the "Common Stock").

Item 2(e). CUSIP Number:

761123504

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- /x/ Not applicable.
- (a) // Broker or dealer registered under Section 15 of the Exchange Act.
- (b) // Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) // Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) // Investment company registered under Section 8 of the Investment Company Act.
- (e) // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) // A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) // A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J).
- (k) // Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

The Reporting Persons beneficially own four classes of Warrants with initial exercise prices ranging from \$0.001 per share to \$0.05 per share (collectively, the "Warrants").

(a) Amount beneficially owned:

As of September 27, 2019, Bigger Capital beneficially owned 1,729,412 shares of Common Stock, and 138,270,588 shares of Common Stock currently issuable, subject to certain restrictions, upon the exercise of Warrants. As described below, the Warrants contain a 9.99% beneficial ownership limitation.

Bigger GP, as the general partner of Bigger Capital, may be deemed to beneficially own the 1,729,412 shares of Common Stock and 138,270,588 shares of Common Stock issuable upon exercise of Warrants beneficially owned by Bigger Capital.

As of September 27, 2019, District 2 CF beneficially owned 2,470,588 shares of Common Stock, and 197,529,412 shares of Common Stock issuable upon the exercise of Warrants owned by District 2 CF. As described below, the Warrants contain a 9.99% beneficial ownership limitation.

District 2, as the investment manager of District 2 CF, may be deemed to beneficially own the 2,470,588 shares of Common Stock beneficially owned by District 2 CF and the 197,529,412 shares of Common Stock issuable upon exercise of the Warrants beneficially owned by District 2 CF.

District 2 GP, as the general partner of District 2 CF, may be deemed to beneficially own the 2,470,588 shares of Common Stock beneficially owned by District 2 CF and the 197,529,412 shares of Common Stock issuable upon exercise of the Warrants beneficially owned by District 2 CF.

District 2 Holdings, as the managing member of District 2 GP, may be deemed to beneficially own the 2,470,588 shares of Common Stock beneficially owned by District 2 CF and the 197,529,412 shares of Common Stock issuable upon exercise of the Warrants beneficially owned by District 2 CF.

Mr. Bigger, as the managing member of Bigger GP and the managing member of District 2 Holdings, may be deemed to beneficially own the (i) 1,729,412 shares of Common Stock beneficially owned by Bigger Capital, (ii) 2,470,588 shares of Common Stock beneficially owned by District 2 CF, (iii) 138,270,588 shares of Common Stock issuable upon exercise of Warrants owned by Bigger Capital, and (iv) 197,529,412 shares of Common Stock issuable upon exercise of Warrants owned by District 2 CF.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person. Each of Bigger GP and Mr. Bigger disclaims beneficial ownership of the shares of Common Stock beneficially owned by Bigger Capital. Each of District 2, District 2 GP, District 2 Holdings and Mr. Bigger disclaims beneficial ownership of the shares of Common Stock beneficially owned by District 2 CF, and the filing of this statement shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities.

(b) Percent of class:

The following percentages are based on 30,605,233 shares of Common Stock outstanding as of August 12, 2019, as represented in the Company's Form 10-Q for the period ended June 30, 2019 filed with the Securities and Exchange Commission on August 19, 2019 plus an additional approximately 8.3 million shares issued in the Company's recently completed Warrant Exchange and assumes the exercise of the Warrants held by the Reporting Persons subject to the Blockers (as defined below).

As of September 27, 2019, each of Bigger Capital, Bigger GP, District 2 CF, District 2, District 2 GP, District 2 Holdings and Mr. Bigger may be deemed to collectively beneficially own approximately 9.9% of the outstanding shares of Common Stock.

Pursuant to the terms of the Warrants, the Reporting Persons cannot exercise the Warrants to the extent the Reporting Persons or affiliates of the Reporting Persons would beneficially own, after any such exercise, more than 9.99% of the outstanding shares of Common Stock (the "Blockers"), and the percentage set forth in Row 11 of the cover page for each Reporting Person as well in this Item 4(b) gives effect to the Blockers. Consequently, as of the date of the event which requires the filing of this statement, the Reporting Persons were not able to exercise any of the Warrants due to the Blockers. In addition, the exercise of a portion of the Warrants is subject to stockholder approval of certain amendments to the Issuer's capitalization.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

See Cover Pages Items 5-9.

(ii) Shared power to vote or to direct the vote

See Cover Pages Items 5-9.

(iii) Sole power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

(iv) Shared power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Bigger GP and Mr. Bigger share voting and dispositive power over the shares of Common Stock beneficially owned by Bigger Capital, District 2, District 2 GP, District 2 Holdings and Mr. Bigger share voting and dispositive power over the shares of Common Stock beneficially owned by District 2 CF.

Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit 99.1. Previously filed.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 30, 2019

BIGGER CAPITAL FUND, LP

By: Bigger Capital Fund GP, LLC, its general partner

By: /s/ Michael Bigger
Michael Bigger
Managing Member

DISTRICT 2 CAPITAL FUND LP

By: District 2 GP LLC, its general partner

By: /s/ Michael Bigger
Michael Bigger
Managing Member

DISTRICT 2 GP LLC

By: /s/ Michael Bigger
Michael Bigger
Managing Member

BIGGER CAPITAL FUND GP, LLC

By: /s/ Michael Bigger
Michael Bigger
Managing Member

DISTRICT 2 CAPITAL LP

By: /s/ Michael Bigger
Michael Bigger
Managing Member

DISTRICT 2 HOLDINGS LLC

By: /s/ Michael Bigger
Michael Bigger
Managing Member

/s/ Michael Bigger
MICHAEL BIGGER